

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

FRANK D. SEINFELD,	)	
	)	
Plaintiff,	)	
	)	
v.	)	C. A. No. 05-298-JJF
	)	
CRAIG R. BARRETT, CHARLENE	)	
BARSHEFSKY, E. JOHN P. BROWNE,	)	
D. JAMES GUZY, REED E. HUNDT,	)	<b><u>PUBLIC VERSION</u></b>
PAUL S. OTELLINI, DAVID S. POTTRUCK,	)	
JANE E. SHAW, JOHN L. THORNTON,	)	
DAVID B. YOFFIE, ANREW S. GROVE,	)	
and INTEL CORPORATION,	)	
	)	
Defendants.	)	

**DECLARATION OF DAVID S. POTTRUCK  
IN SUPPORT OF DEFENDANTS' OPPOSITION  
TO MOTION FOR SUMMARY JUDGMENT**

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Attorneys for Defendants

Dated: July 25, 2005  
Public Version dated: August 1, 2005

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

FRANK D. SEINFELD,	)	
	)	
Plaintiff,	)	
	)	
vs.	)	Case No.: 05-298 (JJF)
	)	
CRAIG R. BARRETT, CHARLENE	)	
BARSHESKY, E. JOHN P. BROWNE,	)	Jury Trial Demanded
D. JAMES GUZY, REED E. HUNDT,	)	
PAUL S. OTELLINI, DAVID S. POTTRUCK,	)	
JANE E. SHAW, JOHN L. THORNTON,	)	
DAVID B. YOFFIE, ANDREW S. GROVE, and	)	
INTEL CORPORATION,	)	
	)	
Defendants.	)	

**DECLARATION OF DAVID S. POTTRUCK IN SUPPORT OF  
DEFENDANTS' OPPOSITION TO MOTION FOR SUMMARY JUDGMENT**

I, David S. Pottruck, declare as follows:

1. I have personal knowledge of the facts stated in this declaration and, if called as a witness, I could and would testify competently to those facts.

**Background**

2. I have been a member of the Board of Directors ("Board") of Intel Corporation ("Intel") since 1998. I currently serve as Chairman of the Retirement Plans Investment Policy Committee of the Board of Directors, and as a member of the Board's Compensation Committee.

3. Since July 2004, I have been Managing Director of The Pottruck Group, a San Francisco private equity firm. I also serve as a Senior Fellow in the Wharton School of Business Center for Leadership and Change Management.

4. In July 2004, I resigned from the Charles Schwab Corporation, a financial services provider, after a 20-year career, having served as President, Chief Executive Officer and a member of the board of directors.

**My Service on the Intel Board**

5. I am an "independent" director in accordance with the published listing requirements of NASDAQ. Because I am not an Intel officer, I am not eligible to receive any payment under the Executive Officer Incentive Program ("EOIP").

6. In 2004, I received an annual cash retainer of \$60,000 for service on the Board and an additional cash retainer of \$10,000 for service as Chair of the Retirement Plans Investment Policy Committee. During 2004, I was granted an option to purchase a total of 15,000 shares at an exercise price of \$27.53 per share. Intel also reimburses me for my travel and related expenses in connection with attending Board meetings and Board-related activities. Intel has also provided me with a computer for my personal use.

**The 2005 Proxy Statement**

**REDACTED**

**REDACTED**

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Executed on July \_\_, 2005

  
\_\_\_\_\_  
David S. Pottruck

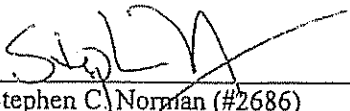
IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

CERTIFICATE OF SERVICE

I do hereby certify that, on July 25, 2005, the within document was filed under seal with the Clerk of Court using CM/ECF which will send notification of such filing to the following; that the document was served on the following counsel as indicated; and that the document is available for viewing and downloading from CM/ECF

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**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

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